

OBERMAYER, REBMANN, MAXWELL & HIPPEL

AUG 14 1980

COUNSEL

SUITE 500

2011 I STREET, N. W.

WASHINGTON, D. C. 20006

(202) 452-8833

TELECOPIER 202-223-8564

August 13, 1980

INTERSTATE COMMERCE COMMISSION

LEON J. OBERMAYER
G. RUHLAND REBMANN
DAVID F. MAXWELL
JOHN F. E. HIPPEL
HUGH SCOTTASSOCIATED COUNSEL
JOHN SWARTZ
CHARLES W. CHAPMAN
JOHN D. HEFFNERPHILADELPHIA OFFICE
14TH FLOOR PACKARD BUILDING
PHILADELPHIA, PA. 19102
(215) LOCUST 8-7911
TELECOPIER 215-569-1586
TWX 7106700392GEORGE B. CLOTHIER
H. CLAYTON LOUDERBACK
SIDNEY HARRIS
WALTER R. MILBOURNE
H. THOMAS FELIX, II
HOWARD H. LEWIS
PAUL C. HEINTZ
L. DAVID WILLISON, III
BARTON A. HERTZBACH
HUGH C. SUTHERLAND
HUGH J. HUTCHISON
KENNETH J. LEVIN
JAMES A. YOUNG
ROBERT F. ROSSITER
BRIAN E. APPEL
JAMES W. CHRISTIE
JAMES M. PENNY, JR.
GORDON L. KEEN, JR.
THOMAS E. ROSS
JOHN J. EHLINGER, JR.
JEFFREY B. ROTWITT
JOSEPH R. DAVISON
D. TIMOTHY TAMMANY
DOREEN S. DAVIS
DAVID W. MORGANFRANK E. HAHN, JR.
WILLIAM G. O'NEILL
JOHN J. LOMBARD, JR.
A. GRANT SPRECHER
MARTIN WEINBERG
GRAHAME P. RICHARDS, JR.
ANTHONY F. VISCO, JR.
PETER M. BREITLING
ANDREW S. PRICE
ROBERT I. WHITELAW
ROBERT A. MCDONNELL
E. PARRY WARNER
GEORGE W. HALEY
STEWART M. DUFF
ROBERT F. STEWART, JR.
THOMAS R. HENDERSHOT
WALTER E. NELSON, JR.
FREDRIC R. MANN, II
JANE B. PORCELAN
JAMES A. SOX
JOHN J. LEONARD
ELINORE O'N. KOLODNER
DAVID R. KELLER
M. KELLY TILLERY
DANIEL J. ZUCKER

* ADMITTED IN DISTRICT OF COLUMBIA ONLY

Hon. Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423
Attn: Ms. Mildred LeeDate 8/14/80
Fee \$ 10.00
CC Washington, D. C.Re: Equipment Recordation Nos. 12067, 12067-A,
and 12067-B

Dear Ms. Lee:

On August 4, 1980, I recorded the above referenced boxcar lease agreement and assignments on behalf of The Interail System. I have now been advised by Interail that the description of the equipment covered by the recordation was in error in several respects. The cars are 50' 70 ton "XF" type box cars rather than 50'6" 70 ton "XM" boxcars. In addition, car number ME 11235 is actually car number ME 11234. Accordingly, please stamp this letter with the recordation number and enclose a copy with each of the three documents recorded. The extra copy should be returned to me. The attached letter, boxcar schedule and Amendment of Assignment of Rents dated August 4, 1980, between Great Western Railway Company and Interail System, should be filed under recordation number 12067-B.

Please contact me if you have any questions.

Sincerely yours,

John D. Heffner

JDH:ds
encl.

cc: Stephen L. Bernstein, Esq.

58.

1

SCHEDULE OF BOXCARS FORMING A PART OF
BOXCAR AGREEMENT DATED JULY 22, 1980

The 44 Boxcars referred to in Paragraph 1 of the captioned Agreement, are 50-foot 70-ton type XF boxcars having the following serial numbers:

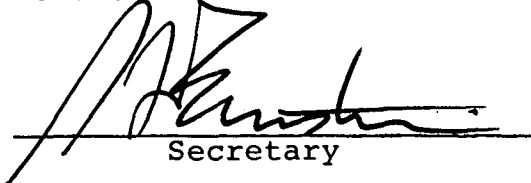
ME 10002	ME 11207	ME 11299	ME 11368
" 10021	" 11219	" 11305	" 11385
" 10047	" 11223	" 11314	" 11390
" 11102	" 11233	" 11316	" 11392
" 11114	" 11234	" 11325	" 11398
" 11132	" 11236	" 11327	" 11402
" 11135	" 11263	" 11335	" 11434
" 11170	" 11275	" 11340	" 11444
" 11176	" 11276	" 11348	" 11456
" 11185	" 11278	" 11361	" 11467
" 11201	" 11285	" 11367	" 11559

AMENDMENT TO ASSIGNMENT OF RENT

AMENDMENT to Assignment made as of the 22nd day of July, 1980 by THE GREAT WESTERN RAILWAY COMPANY, a Colorado corporation having its office and principal place of business at 950 Monroe Avenue, Loveland, Colorado 80537 ("Assignor"), to THE INTERAIL SYSTEM, a joint venture having its principal office and place of business at 1530 Palisade Avenue, Fort Lee, New Jersey 07024 ("Assignee").

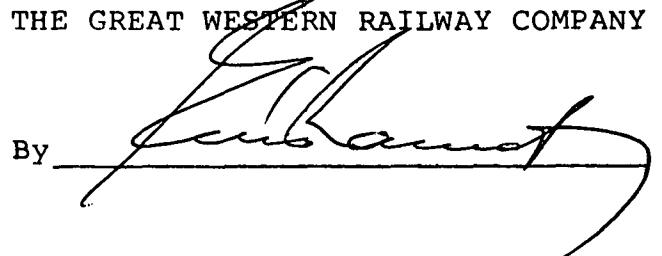
The last line on the first page and the first line on Page 2 of the aforesaid Assignment are hereby amended to read as follows: " ... Co., as lessee, which Lease covers Forty-Four (44) 50' 70 ton "XF" type railroad boxcars (the Assignee's interests ..."

Attest:


Secretary

THE GREAT WESTERN RAILWAY COMPANY

By



Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY
Midland Resources, Inc
Stephen L. Bernstein
1550 Palisade Avenue
Port Lee, New Jersey 07024

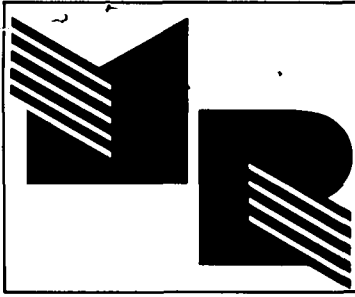
Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/14/80 at 9:35am, and assigned re-recording number(s). 12067~C

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)



RECORDATION NO. **12067-4** Filed & Recorded

AUG 14 1980 -9 15 AM

MIDLAND RESOURCES, INC. INTERSTATE COMMERCE COMMISSION

1530 Palisade Avenue
Fort Lee, New Jersey 07024

(201) 461-4141
(212) 868-1090
Telex: 135437 MLAN FORT

August 8, 1980

John D. Heffner, Esq.
Obermayer, Rebmann, Maxwell & Hippel
Suite 307
2011 I Street, N.W.
Washington, DC 20006

Dear John:

Enclosed is copy of the Schedule which was agreed to by the parties to the Boxcar Agreement and which now forms a part of that Agreement.

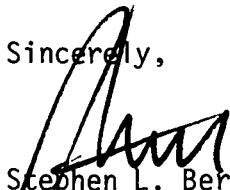
You will note that it differs somewhat from the description of the equipment contained on Page 2 of your letter of August 4, 1980 to the ICC, in that the cars are described as 50', not 50' 6", type "XF", not "XM", and serial number 11235 in your description should read 11234.

Please do whatever is necessary to correct the filing with the ICC and make sure to furnish me with receipted copies of the filed documents.

The source of the confusion was apparently the assignment of rent document to which you may have referred in dictating your letter to the ICC. The last line on the first page and the first line on Page 2 of this document were in error and I am also enclosing herewith an Amendment correcting that error. You may want to file this as well.

Thank you.

Sincerely,


Stephen L. Bernstein
Senior Vice President and Counsel

SLB/mlk
Enclosure